

THIS INSTRUMENT OF RELEASE, made this 11th day of February, 1972, between CHEMICAL BANK, Corporate Trustee ("Trustee") under the Consolidated Mortgage dated as of March 15, 1971, by and between Seaboard Coast Line Railroad Company and Chemical Bank and L. F. Sadler, Trustees, and SEABOARD COAST LINE RAILROAD COMPANY, a Virginia corporation ("Railroad");

WHEREAS, Railroad has advised that the National Railroad Passenger Corporation ("Amtrak") has agreed to purchase, and Railroad has agreed to sell, the locomotives ("Equipment") identified in Exhibit A attached hereto and made a part hereof; and

WHEREAS, Railroad has advised that Amtrak and Railroad have entered into an agreement for the sale and purchase of the Equipment; and

WHEREAS, Railroad has advised that the sale and conveyance was authorized by a resolution adopted by the Board of Directors of the Railroad at its meeting held on July 15, 1971; and

WHEREAS, the Equipment is subject to the lien of said Consolidated Mortgage; and

WHEREAS, L. F. Sadler, Individual Trustee under said Consolidated Mortgage, is relieved by Section 10.06 of Article Ten of said Consolidated Mortgage of any obligation to join in the giving of a release pursuant to Article Five of said Consolidated Mortgage;

NOW, THEREFORE, THIS INSTRUMENT WITNESSETH:

That, for and in consideration of the premises and the covenant of Railroad to deposit with Trustee the proceeds in the amount of \$378,000.00 from the sale of the Equipment by Railroad to Amtrak, Trustee does remise and release, and has remised and released, unto Railroad, the Equipment, pursuant to the provisions of Section 5.02 of Article Five of said Consolidated Mortgage.

IN WITNESS WHEREOF Railroad and Trustee have caused these presents to be duly signed and sealed, as of the day and year first above written.

Attest:

By

H. W. Martens, Assistant Secretary

Attest:..

Assistant Secretary

SEABOARD COAST LINE RAILROAD COMPANY

By

D. C. Hastings, Vice President - Operations

CHEMICAL BANK

By

Vice President

STATE OF FLORIDA)
COUNTY OF DUVAL)

On this 11th day of February, 1972, before me personally appeared D. C. Hastings, to me personally known, who being by me duly sworn, says that he is Vice President of SEABOARD COAST LINE RAILROAD COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)


Notary Public

My Commission Expires:

Notary Public, State of Florida at Large.

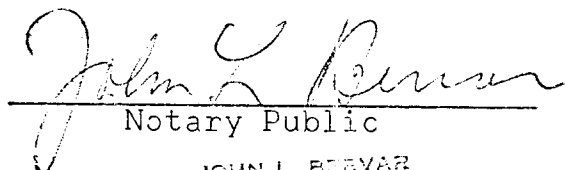
My Commission Expires Oct. 3, 1975

Bonded By American Fire & Casualty Co.

CITY OF NEW YORK)
COUNTY OF NEW YORK)

On this 17th day of February, 1972, before me personally appeared M. F. Badami, to me personally known, who being by me duly sworn, says that he is the Vice President of CHEMICAL BANK, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(SEAL)


Notary Public

My Commission Expires:

JOHN L. BERVAR
Notary Public, State of New York
No. 41-5103580
Qualified in Queens County
Comm. filed in New York, City of
Term Expires March 30, 1974

EXHIBIT A

LIST OF LOCOMOTIVES TO BE SOLD TO AMTRAK

ACL 574
ACL 575
ACL 576
ACL 577
ACL 578
ACL 579
ACL 580
ACL 581
ACL 582
ACL 583
ACL 584
ACL 585
ACL 586
ACL 587

SEABOARD COAST LINE RAILROAD COMPANY

BOARD OF DIRECTORS

EXTRACT FROM MINUTES

The Chairman referred to the contract with The National Railroad Passenger Corporation (known as Amtrak) covering the operation from and after May 1, 1971, of passenger service over this Company's lines, and stated that a decision would have to be made by July 31, 1971, with respect to whether this Company would sell or lease to Amtrak passenger cars or locomotives owned by this Company. He recommended that he be authorized to sell or lease to The National Railroad Passenger Corporation passenger train cars or locomotives, or both, owned by the Company upon such terms and for such consideration as he may deem to be in the best interests of the Company.

Whereupon, after discussion, on motion duly made, seconded and unanimously adopted, it was

RESOLVED, that W. Thomas Rice, Chairman of the Board, be, and he hereby is, authorized to sell or lease (or any combination thereof) to The National Railroad Passenger Corporation passenger train cars or locomotives, or both, owned by this Company upon such terms and for such consideration as he may deem to be in the best interests of this Company, and is directed to report to the Board at its next meeting the action taken pursuant to the authorization granted herein.

I hereby certify that the foregoing is a true and correct extract from the minutes of a meeting of the Board of Directors of Seaboard Coast Line Railroad Company held at New York, N. Y., on July 15, 1971, at which a quorum was present and voted throughout, and that the resolution contained therein has not been rescinded or modified, and is, as of the date hereof, in full force and effect.

(SEAL)

J. J. Williams
Assistant Secretary.

Dated: November 11, 1971.

SEABOARD COAST LINE RAILROAD COMPANY

BOARD OF DIRECTORS

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(SEAL)

J. J. Williams
Assistant Secretary.

Dated: November 11, 1971.